



#### AFFILIATE ELECTION AGREEMENT

This AFFILIATE ELECTION AGREEMENT is executed as of November 8, 2007, between Lehman Brothers Special Financing Inc. and Lehman Brothers International (Europe) (each, an "Affiliate"), each of which is an affiliate of Lehman Brothers Inc. (the "Customer"), and Citibank, N.A. (London Branch) ("Citibank").

WHEREAS, Citibank has agreed to provide services to the Customer pursuant to the terms and conditions set forth in the following agreements:

1. Citibank CLS Settlement Services Amended and Restated Agreement for CLS User Members, dated October 28, 2004, between the Customer and Citibank, together with any amendments or supplements thereto, attached hereto as Exhibit A; and
2. CLS Settlement Services Service Level Agreement (User Member Support), dated December 4, 2003; and

WHEREAS, each Affiliate desires Citibank to provide services upon the same terms and conditions as contained in the Agreements;

NOW, THEREFORE, each Affiliate and Citibank agree as follows:

Citibank agrees to provide services to each Affiliate under, and each Affiliate agrees to be bound by, the terms, conditions, and provisions of the Agreements as if signed directly by such Affiliate and such provisions are incorporated herein in their entirety by reference.

If applicable, attached hereto as Exhibit B are Rider(s) containing terms, conditions and provisions that are separately applicable to each Affiliate. In the event of any conflict between the attached Rider(s) and the Agreements, the Rider(s) shall control with respect to such Affiliate.

All notices and communications required and permitted under the Agreements to be in writing to each Affiliate shall be sent to the following address:

Lehman Brothers Special Financing Inc.

745 Seventh Avenue

New York, NY 10019

United States

Attn:

Michael Karp	Network Management	(212) 320-0148
Carol Keith	Cash Management	(201) 499-6834
Patricia Nist	Derivative Settlements	(201) 499-6511
Jay Chan	Global Systems	(201) 499-6472

Lehman Brothers International (Europe)

25 Bank Street

London E14 5LE

United Kingdom

Attn:

Geoff Spindler	Network Management-London	(+44) 20 710 26803
Graham Kettle	Treasury Cash Management-London	(+44) 20 710 22524

IN WITNESS WHEREOF, Citibank and each Affiliate have executed this Affiliate Election Agreement as of the day and year first above written.



LEHMAN BROTHERS SPECIAL FINANCING INC.

By:

Name: Julie Boyle

Title: Senior Vice President

By:

Name: Nahill Younis

Title: Senior Vice President

LEHMAN BROTHERS INTERNATIONAL (EUROPE)

By:

Name: Daniel Fleming

Title: Senior Vice President

By:

Name: Nahill Younis

Title: Senior Vice President

Citibank, N.A. (London Branch)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_